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*Counsel for the Independent Directors  
of SunEdison, Inc.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

<b>In re:</b>	:	<b>Chapter 11</b>
<b>SUNEDISON, INC., et al.,</b>	:	<b>Case No. 16-10992 (SMB)</b>
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	

**SUPPLEMENTAL DECLARATION OF MARSHALL S. HUEBNER IN SUPPORT OF  
DEBTORS' MOTION FOR THE ENTRY OF AN ORDER UNDER  
SECTION 363 OF THE BANKRUPTCY CODE APPROVING THE DEBTORS TO  
PAY THE FEES AND EXPENSES OF DAVIS POLK & WARDWELL LLP AS  
COUNSEL TO THE INDEPENDENT DIRECTORS OF SUNEDISON, INC.**

Marshall S. Huebner, makes this declaration pursuant to 28 U.S.C. §1746 and  
states as follows:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A). The address of the Debtors' corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

1. I am a partner of the firm of Davis Polk & Wardwell LLP (“**Davis Polk**”), a law firm with its principal office at 450 Lexington Avenue, New York, New York 10017, and other offices in Washington, D.C., Menlo Park, London, Paris, Madrid, São Paulo, Tokyo, Beijing and Hong Kong.

2. I submit this supplemental declaration (this “**Supplemental Declaration**”) in connection with the *Declaration of Marshall S. Huebner in Support of Debtors’ Motion for the Entry of an Order Under Section 363 of the Bankruptcy Code Authorizing Debtors to Pay the Fees and Expenses of Davis Polk & Wardwell LLP as Counsel to the Independent Directors of SunEdison, Inc.* (the “**Huebner Declaration**”), which was filed in support of the *Debtors’ Motion for the Entry of an Order Under Section 363 of the Bankruptcy Code Authorizing Debtors to Pay the Fees and Expenses of Davis Polk & Wardwell LLP as Counsel to the Independent Directors of SunEdison, Inc.* [ECF No. 636] (the “**Motion**”).<sup>2</sup> This Court entered an order granting the Motion on July 13, 2016 [ECF No. 764]. Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification, a supplemental declaration (by me or another member of Davis Polk) will be submitted to the Court reflecting such amended or modified information.

3. The Huebner Declaration provides that Davis Polk will file a supplemental disclosure with the Court if any new facts or relationships are discovered that should be disclosed to the Court and the parties in interest. While Davis Polk believes that the New Representations (as defined below) will not affect its ability to provide unconflicted advice to the

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<sup>2</sup> Terms used herein and not otherwise defined shall have the meanings ascribed to them in the Motion.

Independent Directors, Davis Polk submits this Supplemental Declaration out of an abundance of caution.

4. Davis Polk regularly advises acquirers of assets, both in and out of bankruptcy. Several parties have contacted Davis Polk to advise them on potential acquisitions of certain assets of the Debtors, or potentially of TerraForm Power, Inc. and TerraForm Global, Inc., and Davis Polk is currently representing two such parties (such current and future representations undertaken under the terms and as described herein, the “**New Representations**”). Information walls (the “**Information Walls**”) have been established between Davis Polk lawyers and legal assistants involved in the representation of the Independent Directors (the “**Independent Directors Team**”) and Davis Polk lawyers and legal assistants involved in the New Representations (the “**New Representations Teams**”). Members of the Independent Directors Team and the New Representations Teams are prohibited from discussing or sharing any aspect of their respective team’s work with members of the team on the opposite side of the Information Walls. Members of the Independent Directors Team will also be restricted from accessing information (whether in hard copy or electronic file) obtained or maintained by the New Representations Teams in connection with their work, and members of the New Representations Teams will likewise be restricted from accessing information (whether in hard copy or electronic file) obtained or maintained by the Independent Directors Team in connection with its work.

5. The Independent Directors have consented to the New Representations provided that the New Representations Teams are separate from the Independent Directors Team and that the New Representations do not become adverse to the Debtors or the Independent Directors. Davis Polk has no reason to believe that the New Representations are, or will become, adverse to the Debtors or the Independent Directors.

6. As set forth in the Huebner Declaration, Davis Polk will file this Supplemental Declaration with the Court and serve a copy on the Office of the United States Trustee for Region 2.

I certify under penalty of perjury under the laws of the United States that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

September 28, 2016



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Marshall S. Huebner